

SEWARD & KISSEL LLP

John R. Ashmead, Esq. (JA 4756)
Carolyn Frederick, Esq. (CF 2861)
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 574-1200
Facsimile: (212) 480-8421

Attorneys for Goldman Sachs Lending Partners, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO RULE 3001(e)(2)

1. A claim has been filed in Lehman Brothers Holdings Inc., Debtor, Case No. 08-03555 (JMP)). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

2. TRANSFEROR:

Serengeti Rapax MM L.P.
c/o Serengeti Asset Management LP
632 Broadway, 12th Floor
New York, NY 10012
Attn: Shaker Choudhury
Phone: 212-672-2248

3. PLEASE TAKE NOTICE of the transfer of Transferor's claim, docketed as Claim No. 66085 (the "Claim") in the amount of at least \$4,800,000 against Lehman Brothers Holdings Inc. in the above referenced bankruptcy case to:

TRANSFeree:

Goldman Sachs Lending Partners, LLC
200 West Street
New York, NY 10282
Attn: Dennis M. Lafferty
Phone: (212) 902-1820

4. An Evidence of Transfer of Claim is attached as Exhibit A. You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address above and to the undersigned at the address below.

5. I declare under penalty of perjury that the information provided in this notice and in the Evidence of Transfer of Claim is true and correct to the best of my knowledge and belief.

Dated: New York, New York
September 22, 2011

SEWARD & KISSEL LLP

By: /s/ John R. Ashmead
John R. Ashmead, Esq. (JA 4756)
Carolyn Frederick, Esq. (CF 2861)
One Battery Park Plaza
New York, New York 10004
Tel.: (212) 574-1200
Fax: (212) 480-8421
Email: ashmead@sewkis.com
frederick@sewkis.com

Attorneys for Goldman Sachs
Lending Partners, LLC.

SK 26751 0003 1229437

EXHIBIT A

FORM OF EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Serengeti Rapax MM L.P. ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Lending Partners LLC ("Purchaser") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Holdings Inc. ("LBHI") (the "Debtor"), the debtor in Case No. 08-13555 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 66085, amending proofs of claim 1504 and 19267) filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing claim, recognizing Purchaser as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this ___ day of September 2011

SERENGETI RAPAX MM L.P.

By: Serengeti Asset Management LP,
as the Investment Adviser

By: _____
Name: _____
Title: _____

(4)

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name: _____
Title: _____

FORM OF EVIDENCE OF TRANSFER OF CLAIM

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this ___ day of September 2011

SERENGETI RAPAX MM L.P.

By: Serengeti Asset Management LP,
as the Investment Adviser

By: _____
Name: _____
Title: _____

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name: Faina B. Shteyn
Title: Authorized Signatory